Page 1 of 9

Potential persons who are to respond to the collection of information contained in this form SEC 1972 are not required to respond unless the form displays a currently valid OMB control number. (6/99)ATTENIAON 8 2002 Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice. **UNITED STATES** OMB APPROVAL SECURITIES AND EXCHANGE COMMISSION **OMB Number 3235-0076** Washington, D.C. 20549 **Expires: May 31, 2002** Estimated average burden FORM D Hours per response . . 1 PROCESSED NOTICE OF SALE OF SECURITIES **SEC USE ONLY** PURSUANT TO REGULATION D, Serial **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION THOMSON FINANCIAL DATE RECEIVED Name of Offering (check if this is an amendment and name has changed, and indicate change.) InstrumentExchange.com, Inc. Voting Common Stock and Series A Convertible Non-Voting Common Stock Filing Under (Check box(es) that apply): Rule 504 ☐ Rule 505 **⊠** Rule 506 Section 4(6) □ ULOE Type of Filing: New Filing Amendment A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) InstrumentExchange.com, Inc. Telephone Number (including Area Code) Address of Executive Offices (Number and Street, City, State, Zip Code) 6205 Barfield Road, Suite 125, Cosmopolitan Center North, Atlanta, GA 30328 (678) 420-3665 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (including (if different from Executive Offices) Area Code) Not Applicable Brief Description of Business Developer of Specialized Internet Auction World Wide Web Internet Sites Type of Business Organization corporation limited partnership, already formed other (please specify): business trust limited partnership, to be formed Month Year Actual or Estimated Date of Incorporation or Organization: 99 11 Actual 🗆 Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) GA

GENERAL INSTRUCTIONS		

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under <u>Regulation D</u> or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee:

There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that	Promoter	Beneficial	☐ Executive	□ Director	☐ General and/or		
Apply:		Owner	Officer		Managing		
					Partner		
Full Name (Last name f	irst, if individual)						
Kennedy, David							
Business or Residence Address (Number and Street, City, State, Zip Code)							
6205 Barfield Road, Suite 125, Cosmopolitan Center North, Atlanta, GA 30328							

Form D

Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	⊠ Director	General and/or Managing	
1,441,1		o wher	0111001		Partner	
Full Name (Last name fir	st, if individual)			1 1 1 1 1 1 1		
Lloyd, Bradford						
Business or Residence A	ddress (Number a	nd Street, City, S	tate, Zip Code)			
6205 Barfield Road, Sui					<u></u>	
Check Box(es) that	Promoter	Beneficial			☐ General and/or	
Apply:		Owner	Officer		Managing	
D 11 N // / C					Partner	
Full Name (Last name fir	st, if individual)					
Lloyd, Patrick Business or Residence A	ddress (Number a	nd Street City S	tate Zin Code)			
6205 Barfield Road, Sui				30328		
Check Box(es) that	Promoter	Beneficial	Executive	Director	General and/or	
Apply:		Owner	Officer		Managing	
					Partner	
Full Name (Last name fir	st, if individual)				······································	
McDaniel, David			2.0344.00394.004			
Business or Residence A						
6205 Barfield Road, Su			_ <u></u>			
Check Box(es) that	Promoter	☐ Beneficial	⊠ Executive	□ Director	General and/or	
Apply:		Owner	Officer		Managing	
Full Name (Last name fix	est if individual)			······································	Partner	
Full Name (Last name fin Tedesco, Larry	st, ii iliulviduai)					
Business or Residence A	ddress (Number a	and Street City S	tate Zin Code)			
6205 Barfield Road, Sui	•			30328		
Check Box(es) that	Promoter	⊠ Beneficial	Executive	Director	General and/or	
Apply:	_	Owner	Officer		Managing	
					Partner	
Full Name (Last name fin						
ExchangeBlvd.com, LL					17 / 18/7400-14	
Business or Residence A						
6205 Barfield Road, Su						
Check Box(es) that	Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or	
Apply:		Owner	Officer		Managing Partner	
Full Name (Last name fir	st. if individual)				i ai iiici	
Musician's Choice, Inc.						
Business or Residence A		and Street, City, S	tate, Zip Code)			····
5795 Lindero Canyon R						
			additional copies	s of this sheet, a	is necessary.)	

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3	Does	the offe	ering per	mit joint	ownersn	ip of a sii	ngle unit	· · · · · · · · · · · · · · · · · · ·		•••••	🛛		
4.	Enter	r the inf	ormation	requeste	ed for eac	h person	who has	been or v	vill be pa	id or give	en, direct	ly or indi	rectly, any commission
or s	imilar	remune	eration fo	or solicita	ition of p	urchasers	in conne	ection wi	th sales o	f securiti	es in the	offering.	If a person to be listed
													list the name of the r, you may set forth the
				er or deal		ons to be	nsieu are	associai	eu person	is of such	a blokei	or deale.	i, you may set form the
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					•								
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[M]		[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	_	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full	Nam	e (Last	name firs	st, if indi	vidual)								
Bus	iness	or Resid	dence Ac	idress (N	umber ar	nd Street,	City, Sta	ite, Zip C	ode)				
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[M]		[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[MA] [ND]	[OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[RI]		[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full	Nam	e (Last	name fir	st, if indi	vidual)								
Bus	iness	or Resi	dence A	ddress (N	umber a	nd Street,	City, Sta	ate, Zip C	ode)				
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Nai	ne oi	Associa	itea Brok	ker or De	aier								
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[M		[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[MO] [PA]
[RI		[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
			0	Use blan	k sheet.	or conv	and use s	dditions	l copies e	of this sh	eet. as n	ecessary)

C .	OFFERING PRICE.	NUMBER OF	F INVESTORS.	EXPENSES AN	D USE OF	F PROCEEDS
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1. Enter the aggregate offering price of securities included in this offering and the
total amount already sold. Enter "O" if answer is "none" or "zero." If the transaction
is an exchange offering, check this box [] and indicate in the columns below the
amounts of the securities offered for exchange and already exchanged.

	Aggregate	Amount Already
Type of Security	Offering Price	Sold
Debt	\$	\$
Equity	\$ **	\$ **
☐ Common ☐ Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify:)	\$	\$
Total	\$ **	\$ **
Answer also in Appendix, Column 3, if filing under ULOE		

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u>, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter 'O" if answer is "none" or "zero."

		Aggregate
	Number	Dollar Amount
	Investors	of Purchases
Accredited Investors	1	\$ <u>**</u>
Non-accredited Investors	n/app	\$ <u>n/app</u>
Total (for filings under Rule 504 only)	n/app	\$ <u>n/app</u>
Answer also in Appendix, Column 4, if filing under ULOE.		

^{**}See Response to Item C.1. above.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.

	Type of Security	Dollar Amount
Type of offering		Sold
Rule 505	n/app	\$n/app
Regulation A	n/app	\$n/app
Rule 504	n/app	\$n/app
Total	n/app	\$ <u>n/app</u>

^{**}In consideration for the issuance of 100,000 shares of Voting Common Stock, and 125,000 shares of Series A Convertible Non-Voting Common Stock, by the Issuer to Musician's Choice, Inc., a Delaware corporation, Musician's Choice, Inc., and its parent entity, The Guitar Center, Inc., agreed to execute and deliver to the Issuer a Strategic Marketing Agreement.

4. a. Furnish a statement of all expenses in connection with the issuar distribution of the securities in this offering. Exclude amounts relating organization expenses of the issuer. The information may be given as s future contingencies. If the amount of an expenditure is not known, fur estimate and check the box to the left of the estimate.	solely to ubject to	
Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Total	\$\$ \$ \$ \$ \$ \$ \$ \$	
b. Enter the difference between the aggregate offering price given response to Part C – Question 1 and total expenses furnished in respons Part C - Question 4.a. This difference is the "adjusted gross proceeds to issuer."	e to the	pplicable
5. Indicate below the amount of the adjusted gross proceeds to the iss proposed to be used for each of the purposes shown. If the amount for not known, furnish an estimate and check the box to the left of the estin of the payments listed must equal the adjusted gross proceeds to the issuresponse to Part C - Question 4.b above.	any purpose is nate. The total uer set forth in	
	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	 \$	S
Purchase of real estate	\$	\$
Purchase, rental or leasing and installation of machinery] and equipment	S	_ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \
Construction or leasing of plant buildings and facilities	\$	_ \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer		
pursuant to a merger)	□ \$	
Repayment of indebtedness	LJ \$	_ \$
Working capital	\$	\$
Other (specify):	\$	\$
Column Totals	S	\$
Total Payments Listed (column totals added)		Not Applicable

 \boxtimes

	D. FEDERAL SIGNATURE	
The issuer has duly caused this notice to be s 505, the following signature constitutes an u upon written request of its staff, the information of Rule 502.	signed by the undersigned duly authorized pendertaking by the issuer to furnish to the U.S	. Securities and Exchange Commission,
Issuer (Print or Type) InstrumentExchange.com, Inc.	Signature	Date 5 /23 /02
Name of Signer (Print or Type) Larry Tedesco	Title of Signer (Print or Type) President	
	ATTENTION	
Intentional missta	tements or omissions of fact constitute fed (See 18 U.S.C. 1001.)	leral criminal violations.
	E. STATE SIGNATURE	

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

See Appendix, Column 5, for state response.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) InstrumentExchange.com, Inc.	Signature / Lew Lew	Date 5/23/67		
Name of Signer (Print or Type) Larry Tedesco	Title of Signer (Print or Type) President			

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX									
1	Intend to sell to non-accredited investors in State (Part B-Item1)		Type of security and aggregate offering price offered in state (Part C-Item1)	Type of investor and Amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (If yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL					\$		\$		
AK					\$		\$		
AZ					\$		\$		
AR					\$		\$		
CA		×	Voting Common Stock; Series A Convertible Non- Voting Common Stock	1	\$ See response to Item C.1. above	0	\$0		⊠
СО					\$		\$		
CT					\$		\$		
DE					\$		\$		
DC					\$.		\$		
FL					\$		\$		
GA					\$		\$		
HI					\$		\$		
ID					\$		\$		
IL					\$		\$		
IN					\$	5	\$		
IA					\$		\$		
KS					\$		\$		
KY					\$		\$		
LA					\$,	\$		
ME					\$		\$		
MD					\$		\$		

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PA			\$	\$	
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VT			\$	\$	
VA			\$	\$	
WA			\$	\$	
WV			\$	\$	
WI			\$	\$	
WY			\$	\$	
PR			\$	\$	